

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1793

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING ASSUMPTION
AND ASSIGNMENT OF NATIONAL CITY LEASE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 3, 2025, the Court entered the *Order (I) Authorizing Sale of Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”),² pursuant to which, among other things, the Debtors sold substantially all of their

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not defined herein are defined in the Sale Order.

assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. Highland and Sterling, LLC, and Big Holdings 2 (collectively, “**Landlord**”), as landlord, and BLBO Tenant, LLC, as lessee, are parties to a lease for non-residential real property located at 1410 East Plaza Boulevard, National City, California 91950 (the “**Lease**”).

3. In furtherance of the Designation Rights, GBRP notified the Debtors of its determination to designate the Lease to Burlington Coat Factory of Texas, Inc. (“**Burlington**”) on January 20, 2025. Pursuant to that notice, the Debtors filed the *Notice of Filing of Second Post-Closing Designation Notice* [D.I. 1793] (the “**Notice**”) seeking to assign the Lease to Burlington on January 21, 2025.

4. The deadline for parties to object to the Notice was February 4, 2025.³ The Debtors received informal comments from the Landlord prior to the objection deadline. In response, the Debtors, the Landlord, and Burlington have worked together on a mutually agreeable form of order approving the proposed assumption and assignment (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

5. The Debtors did not receive comments from any other party and no objections to the Notice appear on the Court’s docket.

6. Counsel for the Debtors, GBRP, Burlington and the Landlord have reviewed the Proposed Order and have agreed to its entry.

³ The Debtors and GBRP extended the Landlord’s objection deadline through February 21, 2025.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: February 24, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession